March 9, 2012

Re: Invitation to the 2012 Annual General Shareholders Meeting.

To: Shareholders of PTT Public Company Limited.

Attachments: 1. A copy of the minutes of the 2011 Annual General Shareholders Meeting held on April 20, 2011.
3. The Corporate Sustainability Report 2011 in CD.
5. Definition of Independent Director and functional description of Specific Committee.
6. A registration form (must be presented at the meeting.)
7. Proxy forms. Types A, B (recommended) and C.
8. Registration Procedures and Conditions and Necessary Documents to be presented on the Meeting Day.
10. A summary of the PTT Articles of Association relevant to the meeting.
12. A map of the conference hall.

PTT Public Company Limited ("PTT") would like to invite every shareholder to attend the 2012 Annual General Shareholder Meeting (AGM) on Tuesday April 10, 2012 at 9:30 a.m. at Plenary Hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand.

The 2012 AGM agenda has 7 items as follows:

**Item 1:** To certify the 2011 AGM minutes on April 20, 2011.
PTT held the 2011 AGM on April 20, 2011. PTT submitted the minutes of the meeting to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce in compliance with Thai law. The minutes were also posted online on the PTT website. A copy of the minutes is enclosed in Attachment 1.

The board’s opinion: The minutes are correct and complete. Therefore, the shareholders should approve the minutes of the 2011 Annual General Meeting of Shareholders held on April 20, 2011.
Item 2: To approve the 2011 performance statements and the 2011 financial statements, end up on December 31, 2011.
The shareholders should acknowledge the 2011 performance statements and the proposed corporate strategy plan; approve the financial statements year end up on December 31, 2011 audited by the external auditor; details enclosed in the 2011 Annual Report, 2011 Financial Statement (Attachment 2) and in the Corporate Sustainability Report 2011. (Attachment 3).

<table>
<thead>
<tr>
<th></th>
<th>2011</th>
<th>2010 (Revised)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Assets (Million Baht)</td>
<td>1,402,412</td>
<td>1,229,109</td>
</tr>
<tr>
<td>Total Liabilities (Million Baht)</td>
<td>758,463</td>
<td>671,695</td>
</tr>
<tr>
<td>Total Shareholders' Equity (Million Baht)</td>
<td>643,949</td>
<td>557,414</td>
</tr>
<tr>
<td>Total Revenue (Million Baht)</td>
<td>2,428,165</td>
<td>1,898,682</td>
</tr>
<tr>
<td>Net Income (Million Baht)</td>
<td>105,296</td>
<td>83,992</td>
</tr>
<tr>
<td>Earnings per Share (Baht / Share)</td>
<td>36.91</td>
<td>29.58</td>
</tr>
</tbody>
</table>

The board’s opinion: The 2011 performance statements and the 2011 financial statements end up on December 31, 2011 are reviewed and endorsed by the Audit Committee and the board; and audited by the auditor. Therefore, the shareholders should approve the performance and financial statements.

Item 3: To approve 2011 net profit allocation plan and dividend policy.

PTT establishes dividend payment policy of at least 25 percent of net income after corporate reserves. The dividend policy may vary in each year depending on the investment plan, necessaries and other appropriate prospects. After the board resolves to pay the annual dividend, the dividend policy requires shareholder approval. For an interim dividend, the board may resolve to pay the interim dividend without shareholders approval but must then inform the shareholders at the next meeting.

The overall performance statements and financial statements show that PTT made Baht 105,296 million for 2011 net income. Therefore, PTT considered to pay an annual 2011 dividend of Baht 13.00 per share, representing 35.22 % of the net income. Recent dividend payments may be compared as follows:

<table>
<thead>
<tr>
<th></th>
<th>2011</th>
<th>2010</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Net income (Million Baht)</td>
<td>105,296</td>
<td>83,992</td>
<td>59,548</td>
</tr>
<tr>
<td>2. Number of shares (Million shares)</td>
<td>2,856</td>
<td>2,849</td>
<td>2,834</td>
</tr>
<tr>
<td>3. Dividend per share (Baht per share)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>-First half interim dividend</td>
<td>6.00</td>
<td>4.75</td>
<td>4.00</td>
</tr>
<tr>
<td>-Second half dividend</td>
<td>7.00</td>
<td>5.50</td>
<td>4.50</td>
</tr>
<tr>
<td>4. Total dividend (Million Baht)</td>
<td>37,119</td>
<td>29,167</td>
<td>24,074</td>
</tr>
<tr>
<td>5. Payout ratio (as a percentage)</td>
<td>35.22</td>
<td>34.65</td>
<td>40.36</td>
</tr>
</tbody>
</table>
The board’s opinion: The shareholders should approve the 2011 net profit allocation plan and 2011 dividend policy. PTT will pay 2011 dividend of Baht 13.00 per share. Previously, PTT had paid the first half 2011 interim dividend of Baht 6.00 per share from cumulative profit subject to 30% and 0% corporate income tax for Baht 5.00 and Baht 1.00, respectively. The interim dividend was paid on September 23, 2011. Therefore, PTT will pay the second half 2011 dividend of Baht 7.00 per share from cumulative profit subject to 30% and 0% corporate income tax for Baht 5.75 and of Baht 1.25, respectively. PTT will determine shareholders who entitle to receive the 2011 fiscal year dividend on March 8, 2012 (Record Date). The second half 2011 dividend will be payable on April 30, 2012 after obtaining approval from the 2012 Annual General Shareholders Meeting.

Item 4:

To appoint an auditor and to consider the 2012 auditor fees.

PTT appoints the Office of The Auditor General of Thailand (the Auditor General) as its auditor. The Auditor General is neither related to nor engaged in any conflict of interest with PTT, any of PTT’s subsidiaries, their executives, their major shareholders or relatives of these persons.

The board concurred with the Audit Committee recommendation to approve the auditor fees of Baht 3,500,000 for 2012 (excluding transportation, overtime charges and relevant miscellaneous expenses which shall not exceed 2,000,000 Baht in total) which are the same rate as the 2011 auditor fees. Details are as follows:

<table>
<thead>
<tr>
<th>Auditing, inspection and approval items</th>
<th>2012 (Baht)</th>
<th>2011 (Baht)</th>
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</thead>
<tbody>
<tr>
<td>1. Quarterly-Ended on March 31</td>
<td>600,000</td>
<td>600,000</td>
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<tr>
<td>2. Quarterly-Ended on June 30</td>
<td>600,000</td>
<td>600,000</td>
</tr>
<tr>
<td>3. Quarterly-Ended on September 30</td>
<td>600,000</td>
<td>600,000</td>
</tr>
<tr>
<td>4. Year-Ended on December 31</td>
<td>1,700,000</td>
<td>1,700,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>3,500,000</strong></td>
<td><strong>3,500,000</strong></td>
</tr>
</tbody>
</table>

The board’s opinion: The shareholders should appoint the Office of The Auditor General of Thailand as PTT’s 2012 auditor and approve auditing fee of Baht 3,500,000.- (excluding transportation, over time charge and relevant miscellaneous expenses, not exceeding Baht 2,000,000.- in total.) The proposal is appropriately recommended by Audit Committee and has been endorsed by the Board of Directors.

Item 5:

To consider the board of directors’ remuneration for 2012

PTT requires shareholder approval of the board of directors’ remuneration for 2012. The Remuneration Committee considered the matter and recommended a remuneration policy for 2012. The board concurred with the 2012 remuneration policy for the board of directors and specific committees as proposed by the Remuneration Committee.
The committee applies the previous practice by considering competitiveness of remuneration in listed companies in the same industry, performance, business size, directors’ accountability and current economic situation. Therefore, PTT propose the 2012 remuneration policy equal to the 2011 remuneration policy as follows:

- **Monthly fee and attendance fees for all boards** (same as the 2011 policy)

1. The board of directors’ fees;
   - Monthly fee of 30,000 Baht
   - Attendance fee of 20,000 Baht (if attend at the meeting)

2. The specific committee’s fees (appointed by the board of directors);
   - (1) Audit Committee
     - Monthly fee of 15,000 Baht
     - Attendance fee of 15,000 Baht (if attend at the meeting)
   - (2) Nominating Committee / Remuneration Committee / Good Corporate Governance Committee
     - Attendance fee of 24,000 Baht (if attend at the meeting)

Additionally, under the current practice, the chairman of the board and the chairman of each specific committee shall receive an additional 25% on top of his/her attendance fee. The secretary of the Audit Committee shall receive a monthly fee of 7,500 Baht.

- **Directors’ bonus** (same as the 2011 policy.)

PTT requires shareholder approval of the annual bonus policy at 0.05% of the annual net profit but not exceeding 2,000,000 Baht per person annually (as same rate as 2011.)

Additionally, under the current practice, PTT pays a pro rata bonus to directors. The chairman of the board is eligible to receive an additional 25% on top of his/her bonus.

The board’s opinion: The shareholders should approve 2012 board of directors’ and the specific committees’ remuneration policy proposed by Remuneration Committee at the same rate in 2011. The Board of Directors concurs with the proposal.

**Item 6:** To elect directors to replace those retiring directors.

There are 5 retiring directors (one third of the quorum) by rotation at the 2012 AGM as follows:

1. Mr. Norkun Sitthiphong
   - Chairman
2. Mr. Watcharakiti Watcharaporn
   - An independent director,
   - Chairman of the Nominating Committee, Member of the Corporate Governance Committee
(3) Mr. Surapon Nitikraipot An independent director, Chairman of the Corporate Governance Committee

(4) Mr. Arkhom Termpittayapaisith An independent director, Chairman of the Remuneration Committee, Member of the Audit Committee

(5) Mr. Pailin Chuchottaworn A director, Secretary to the Board of Directors, Member of the Nominating Committee

On its website, PTT invited all shareholders to propose qualified candidates for a directorship and items for the AGM agenda. Despite the invitation, neither candidates nor agenda items were proposed. The Nominating Committee undertook nomination procedures for candidates most appropriate and beneficial to PTT in compliance with PTT directors’ quorum, qualifications, wisdom, talents, experience and expertise. Forgoing with conflict of interest, the Nominating Committee proposed to re-elect 4 retiring directors by rotation and 1 additional candidate to fulfil the quorum. The 5 candidates’ profiles are enclosed in Attachment 4. Candidates are as follows:

(1) Mr. Norkun Sithiphong A director (Re-elected.)
(2) Mr. Watcharakiti Watcharothai An independent director (Re-elected)
(3) Mr. Arkhom Termpittayapaisith An independent director (Re-elected)
(4) Mr. Pailin Chuchottaworn A director (Re-elected)
(5) Mr. Insorn Buakeow An independent director

Candidates in (2), (3) and (5) are also qualify as independent directors according to the Stock Exchange of Thailand and PTT’s definition of Independent Director. The definition of Independent Director and the Duties and Responsibilities of the Specific Committees are set out in Attachment 5.

The board’s opinion: The shareholders should elect the following persons for replacements; (1) Mr. Norkun Sithiphong, (2) Mr. Watcharakiti Watcharothai, (3) Mr. Arkhom Termpittayapaisith, (4) Mr. Pailin Chuchottaworn and (5) Mr. Insorn Buakeow. The Nominating Committee had deliberated their qualifications, wisdoms, talents and experiences as valuable for PTT. The candidates in (2), (3) and (5) are also qualified as independent directors according to the Stock Exchange of Thailand and PTT’s definition of Independent Director. Nevertheless, the directors who have conflict of interest did not vote for this resolution.

Item 7: Other matters, (If any.)
Shareholders who wish to receive a printed copy of the 2011 Annual Report, 2011 Financial Statement and Corporate Sustainability Report 2011, please do not hesitate to contact us at Office of President and Corporate Secretary, 24th floor, PTT building, 555 Vibhavadi Rangsit Rd., Chatuchak, Bangkok 10900, Thailand or call at +66(0)2537-3852 or fill in the Requisition Form (Attachment 11) and send this form to the facsimile number +66(0)2537-3883

For the dividends distributable in respect of the second half of 2011, individual shareholders may claim a tax credit under Section 47 bis of the Revenue Code at the rate of 3/7 of the dividend amount of Baht 5.75 per share while the shareholders may not claim any tax credit for the dividend amount of Baht 1.25 per share because such dividend amount was paid from net profit exempted from the corporate income tax (BOI).

Shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders shall choose and fill in either the proxy form A or the proxy form B and submit it to registrar before the meeting. The foreign shareholders who deposit PTT shares in safeguard of custodian banks in Thailand shall choose and fill in either the proxy forms A, B or C in Attachment 7.

Shareholders may assign a certain PTT Independent Directors as a proxy to attend the meeting and vote on behalf of the principle shareholder. Brief Independent Director profiles are available in Attachment 9.

Shareholders and proxies must submit documents in Attachment 6 and 7 for registration prior to or in the meeting day. Please read the registration terms, conditions and procedures and relevant documents preparation for the meeting day in Attachment 8. PTT will conduct the meeting in compliance with the Articles of Association in Attachment 10.

For inquiries, please contact corporatesecretary@pttplc.com or fax at +66(0)2537 3883

Therefore, we would like to invite our shareholders to 2012 AGM on Tuesday April 10, 2012 at 9:30 a.m. The meeting will be held at Plenary Hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand. The registration will be available at 7:30 a.m.

Yours sincerely,

Pailin Chuchottaworn
President & CEO

Office of the President and Corporate Secretary
Telephone : 0-2537-3860  Fax 0-2537-3883
Candidate’s Profile

Name : Dr. Norkun Sittiphong
Age : 58
Proposed Position : Director
Educations :
  - B.Eng. (Mechanical Engineering), Chulalongkorn University, Thailand
  - M.Sc. (Mechanical Engineering), Oregon State University, U.S.A.
  - Ph.D. (Mechanical Engineering), Oregon State University, U.S.A.
Certificates :
  - The National Defense Course, National Defense College, (Class of 47th), Thailand
  - Capital Market Academy Leadership Program, (Class of 4th), Thailand
Director’s Certificates : Thai Institute of Directors Association (IOD)
  - Role of the Chairman Program (RCP 21/2009)
Work Experiences (last 5 years) :
  - 1998 - 2000 Vice President, Research and Assets Affairs, Chiang Mai University
  - 2001 - 2003 Vice President, Academic Affairs, Chiang Mai University
  - 2003 - 2010 Deputy Permanent Secretary, Ministry of Energy
  - 2010 - Present Permanent Secretary, Ministry of Energy
PTT Directorship :
  - Director / Chairman
    - First term : December 21, 2007 - April 10, 2009
    - Second term : April 10, 2009 – Present
Meeting attendance in 2011 : 18 / 18 (100%)
Possession of PTT shares : None (0% of total issued shares)
<table>
<thead>
<tr>
<th>Proposed Candidate</th>
<th>Other Listed Companies</th>
<th>Other Important Organizations (non-listed companies)</th>
<th>Position in other organization that compete with / related to the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Norkun Sittiphong</td>
<td>2 1. Chairman, PTT Exploration and Production Public Company Limited 2 Director, Thaioil Public Company Limited</td>
<td>1 1. Director, Nuclear Power Program Development Office (NPPDO), Ministry of Energy</td>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Criminal offense record during the past 10 years</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Being adjudged of convicting a crime or being on trial for convicting a crime.</td>
<td>None</td>
</tr>
<tr>
<td>2. Being adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
</tr>
<tr>
<td>3. Being a management in the company of partnership which is adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
</tr>
</tbody>
</table>

**Performance in 2011**

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achieves goals.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. Promoted PTT’s business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
5. Exercised leadership effectively and efficiently as a Chairman of the board.
# Candidate’s Profile

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Watcharakiti Watcharoithai</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>52</td>
</tr>
<tr>
<td>Proposed Position</td>
<td>Independent Director</td>
</tr>
<tr>
<td>Educations</td>
<td>Bachelor of Arts (Political Science), Kasetsart University, Thailand</td>
</tr>
<tr>
<td></td>
<td>M.P.A., Roosevelt University, IL U.S.A.</td>
</tr>
<tr>
<td>Certificates</td>
<td>The State-Private &amp; Political Sector Course, National Defense College, (Class of 4th), Thailand</td>
</tr>
<tr>
<td></td>
<td>Capital Market Academy Leadership Program, (Class of 9th), Thailand</td>
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<tr>
<td></td>
<td>Public Director Certification Program, Public Director Institute (PDI), (Class of 5th), Thailand</td>
</tr>
<tr>
<td></td>
<td>Senior Executives on Justice Administration Batch, National Justice Academy (Class of 15th), Thailand</td>
</tr>
<tr>
<td>Director’s Certificates</td>
<td>Thai Institute of Directors Association (IOD), Director Certification Program (DCP 121/2009)</td>
</tr>
<tr>
<td>Work Experiences (last 5 years)</td>
<td>2001 - 2007 Assistant Lord Chamberlain</td>
</tr>
<tr>
<td></td>
<td>2007 - Present Grand Chamberlain</td>
</tr>
<tr>
<td>PTT Directorship</td>
<td>Independent Director, Chairman of the Nominating Committee and Member of the Corporate Governance Committee</td>
</tr>
<tr>
<td></td>
<td>First term: April 10, 2009 - Present</td>
</tr>
<tr>
<td>Meeting attendance in 2011</td>
<td>18 / 18 (100%)</td>
</tr>
<tr>
<td>Possession of PTT shares</td>
<td>None (0% of total issued shares)</td>
</tr>
<tr>
<td>Proposed Candidate</td>
<td>Other Listed Companies</td>
</tr>
<tr>
<td>--------------------</td>
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</tr>
</tbody>
</table>
| Mr. Watcharakiti Watcharothai | 2  
1. Director, IRPC Public Company Limited  
2. Director, Krisadamahanakorn Public Company Limited | 7  
1. Committee Member of The Red Cross Fair  
2. President, Chitralada Alumni Association  
3. Member of the Board of Director, Rachavinit Muthayom School  
4. Chairman of Parents & Teachers Association, Rachavinit Pathom School  
5. Member of the Board of Director, Suan Sunanda Rajabhat University  
6. Member of the Board of Director, Suan Dusit Rajabhat University  
7. Advisor of Board of Directors at Government Savings Bank | – |

### Additional Qualification for independent director

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

<table>
<thead>
<tr>
<th>Type of relationship</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.</td>
<td>None</td>
</tr>
<tr>
<td>2. Being professional services provider, e.g., auditor, legal advisor.</td>
<td>None</td>
</tr>
<tr>
<td>3. Having business relation that is material and could be barrier to independent judgement.</td>
<td>None</td>
</tr>
<tr>
<td>4. Kin in Relationship between the Director Member.</td>
<td>None</td>
</tr>
<tr>
<td>Criminal offense record during the past 10 years</td>
<td>Qualification</td>
</tr>
<tr>
<td>------------------------------------------------------------------------------------</td>
<td>---------------</td>
</tr>
<tr>
<td>1. Being adjudged of convicting a crime or being on trial for convicting a crime.</td>
<td>None</td>
</tr>
<tr>
<td>2. Being adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
</tr>
<tr>
<td>3. Being a management in the company of partnership which is adjudged bankrupt or a</td>
<td>None</td>
</tr>
<tr>
<td>receiver is appointed.</td>
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</tbody>
</table>

**Performance in 2011**

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achieves goals.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. Promoted PTT’s business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
5. As Chairman of Nominating Committee, performed duties of selecting qualified directors and specific committees with transparent nominating process.
6. As Corporate Governance Committee, supervised and ensured PTT to abide by its good corporate governance policy and business code of conduct, as well as developing and upgrading PTT’s good corporate governance system to international standards, and proposed good corporate governance guidelines to the Board.
Candidate’s Profile

Name                : Mr. Arkhom Tempittayapaisith
Age                 : 55
Proposed Position   : Independent Director
Educations          : B.A. Economics, Thammasat University, Thailand
                    : M.A. Development Economics, Williams College, U.S.A.
Certificates        : Senior Executive, Civil Servant Commission, Thailand
                    : The National Defense Course, National Defense College, (Class of 46th), Thailand
Director’s Certificates : Thai Institute of Directors Association (IOD)
                    :   – Director Accreditation Program (DAP 51/2006)
                    :   – Director Certification Program (DCP 97/2007)
                    :   – Audit Committee Program (ACP 22/2008)
Work Experiences (last 5 years) : 2000 - 2003  Assistant Secretary-General, NESDB
                    : 2003 - 2004  Senior Adviser in Policy and Plan, NESDB
                    : 2004 - 2010  Deputy Secretary-General, NESDB
                    : 2010 - Present Secretary-General, NESDB
PTT Directorship    : Independent Director, Chairman of the Remuneration Committee and
                    :   Member of the Audit Committee
                    : First term : October 11, 2011 – Present
Meeting attendance in 2010 : 2 / 3  (66.67 %)
Possession of PTT shares : None  (0% of total issued shares)
<table>
<thead>
<tr>
<th>Proposed Candidate</th>
<th>Other Listed Companies</th>
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<th>Position in other organization that compete with/ related to the Company</th>
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<tbody>
<tr>
<td>Mr. Arkhom Tempittayapaisith</td>
<td>Number</td>
<td>Position</td>
<td>Number</td>
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<tr>
<td></td>
<td>1</td>
<td>1. Director, Airport of Thailand Public Co., Ltd</td>
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**Additional Qualification for independent director**

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

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<td>Qualification</td>
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<td>4. Being adjudged of convicting a crime or being on trial for convicting a crime.</td>
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**Performance in 2011**

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achieves goals.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. Promoted PTT’s business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
5. As Audit Committee, efficiently and effectively reviewed internal control system, risk management system, financial statements and auditor, as well as compliance with regulations or relevant laws of PTT.
6. As Chairman of Remuneration Committee, determined the procedures and criteria for fair and reasonable compensation for directors and President & CEO.
Candidate’s Profile

Name : Dr. Pailin Chuchottaworn
Age : 55
 Proposed Position : Director
Educations :
  - B. Eng. (Chemical Engineering) (Hons.), Chulalongkorn University, Thailand
  - Master of Engineering in Chemical Engineering, Tokyo Institute of Technology, Japan
  - Doctor of Engineering in Chemical Engineering, Tokyo Institute of Technology, Japan
Certificates :
  - PTT Executive Leadership Program, GE Crotonville, U.S.A.
  - Industrial Liaison Program (ILP) 2005, Massachusetts Institute Technology, U.S.A.
  - The Joint State - Private Sector Course, National Defense College, (Class of 22nd), Thailand
Director’s Certificates :
  - Thai Institute of Directors Association (IOD)
    – Director Accreditation Program (DAP 24/2004)
    – Director Certification Program (DCP 51/2004)
    – Finance for Non-Finance Directors (FND 14/2004)
Work Experiences (last 5 years) :
  - 2006 - 2008 Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited, working as President of PTT Asahi
  - 2008 - 2009 Senior Executive Vice President, Petrochemicals & Refining Business Unit, PTT, working as President of PTT Polymer Marketing Company Limited, PTT Asahi Chemical Company Limited
  - 2009 - June, 2011 Senior Executive Vice President, PTT, working as Chief Executive Officer, IRPC Public Company Limited
: June, 2011 - Chief Operating Office, Upstream Petroleum and Sep, 2011 gas Business Group, PTT
: 2012 - Present President & Chief Executive Officer, PTT

**PTT Directorship**

: Director, Secretary to the Board and Member of the Nominating Committee
: First term: September 10, 2011 – Present

**Meeting attendance in 2010**

: 5 / 5 (100 %)

**Possession of PTT shares**

: 62,000 (0.00217% of total issued shares)

<table>
<thead>
<tr>
<th>Proposed Candidate</th>
<th>Other Listed Companies</th>
<th>Other Important Organizations (non-listed companies)</th>
<th>Position in other organization that compete with/related to the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Pailin Chuchottaworn</td>
<td>Number</td>
<td>Position</td>
<td>Number</td>
</tr>
<tr>
<td>2</td>
<td>1. Director, IRPC Public Company Limited 2. Director, PTT Exploration and Production Public Company Limited</td>
<td>3</td>
<td>1. Director, National Metal and Materials Technology Center (MTEC) 2. Director, The Petroleum and Petrochemical College Chulalongkorn University 3. Director, National Nano Tecnology Center (NANOTEC)</td>
</tr>
</tbody>
</table>

**Performance in 2011**

1. Contributed to the formulation of PTT’s Policy, Vision, Mission and Strategic Plan.
2. Directed and ensured that PTT’s performance achieves goals.
3. Presented useful guidance to the management, which has enhanced PTT’s business development in creating added value and competitive efficiency for PTT’s sustainable growth.
4. Promoted PTT’s business operation based on good corporate governance with equitable and justifiable treatment of all stakeholders.
5. Performed duties as Director and Secretary to the Board efficiently and effectively.
Candidate’s Profile

Name : Mr. Insorn Buakeow
Age : 62

Proposed Position : Independent Director

Educations :
- Bachelor of Education, Burapha University (Bangsaen Educational College)
- Master of Public Administration, National Institute of Development Administration (NIDA)
- Doctorate of Public Administration, Centaury University, Albuquerque, New Mexico, USA

Certificates : None

Director’s Certificates : None

Work Experiences (last 5 years) :
- 1976 – 1980 Coordinator, the United Nations High Commissioner for Refugees (UNHCR)
- 1984 – 2009 Executive of Surathip Co., Ltd. and Thai Beverage Public Co., Ltd.
- 1990 – 1995 Advisor, Lao Shinawatra Telecom Co., Ltd
- 1992 – 2002 Advisor, Sanpatong Agricultural Cooperative, Chiangmai
- 2009 – Present Executive Advisor, Thai Beverage Public Co., Ltd. and T.C.C. Group

PTT Directorship : None

Meeting attendance in 2011 : 0 / 0 (100 %)

Possession of PTT shares : None (0% of total issued shares)
<table>
<thead>
<tr>
<th>Proposed Candidate</th>
<th>Other Listed Companies</th>
<th>Other Important Organizations (non-listed companies)</th>
<th>Position in other organization that compete with / related to the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Insorn Buakeow</td>
<td>1. Advisor, Thai Beverage Public Company Limited and TCC Group</td>
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- **Additional Qualification for independent director**

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

<table>
<thead>
<tr>
<th>Type of relationship</th>
<th>Qualification</th>
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</thead>
<tbody>
<tr>
<td>5. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.</td>
<td>None</td>
</tr>
<tr>
<td>6. Being professional services provider, e.g., auditor, legal advisor.</td>
<td>None</td>
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<tr>
<td>7. Having business relation that is material and could be barrier to independent judgement.</td>
<td>None</td>
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<tr>
<td>8. Kin in Relationship between the Director Member.</td>
<td>None</td>
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</table>

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<thead>
<tr>
<th>Criminal offense record during the past 10 years</th>
<th>Qualification</th>
</tr>
</thead>
<tbody>
<tr>
<td>7. Being adjudged of convicting a crime or being on trial for convicting a crime.</td>
<td>None</td>
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<tr>
<td>8. Being adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
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<tr>
<td>9. Being a management in the company of partnership which is adjudged bankrupt or a receiver is appointed.</td>
<td>None</td>
</tr>
</tbody>
</table>

**Visions for managing the company’s business and vision related to applying corporate governance principles to the business as a director:**

- **Vision in managing the Company’s business:**

  I will drive PTT to be a Thai Premier Multinational Energy Company, to be a big company with sustainable business growth and leading performance with international recognition and create confidence to the public regarding the significance of energy security on economic growth and social progress of Thailand in the next 20 years. I will use my knowledge of management and Trade Negotiation in devising the company strategies, and monitoring the company’s operation so that its strategies can be achieved. I will also drive the management to develop major management system to support the implementation of the company’s strategies and vision. I and the management will jointly develop organization and human resources in order to furnish with qualifications and potential to accommodate
international energy business and enable PTT to be an internationally accepted organization, which will be a pride for shareholders, Thai people and society.

- **Vision related to applying good corporate governance principles to the business:**

  I will drive the Good Corporate Governance and Code of Business Conduct of PTT to concrete achievements with consideration given to all stakeholders consist of Nation, Shareholders, Partners, Customers, Employees, People & Society according to the PTT six principles: Accountability, Responsibility, Transparency, Ethics, Vision to Creation Long-term Value and Equitable Treatment. I will be a role model in adhering with corporate governance and ready to express ideas independently without any conflicts of interests. I will consistently monitor with the management in the assessment of Good Corporate Governance and Code of Business Conduct’s practice to enable PTT to be a state-owned enterprise which is a pride of shareholders and Thais to spur their regular uses of PTT’s products and services.
**Definition: Independence Qualification of PTT Board**

- Hold shares in their own name, or in the name of a related person (as defined by section 258 of the Securities and Exchange ACT), representing no more than 0.5 per cent of the total voting share of PTT, its affiliates, associate companies or any juristic person that might be in conflict with PTT.
- Not participate in management and not be an employee of a PTT contractor, a staff member, or an advisor receiving a regular salary including an auditor, legal consultant, other type of advisor, or an authority in charge at PTT, its subsidiaries, associated companies, or any juristic persons that might be in conflict with PTT. The qualified independent director must have possessed no interest or stake in the aforementioned parties for a period of at least two years.
- Have no business relationship (i.e. as client, trade partner, creditor, trade creditor, or debtor) and have no interest or stake, directly or indirectly, in either the finances of management of PTT, its affiliates, associated companies, or any juristic person that could distort the independent judgment of the Board.
- Not be a relative or have a relationship that might distort independent judgment with management, major shareholders of PTT, its affiliates, associated companies, or any juristic person that might be in conflict, and not be appointed as a representative to protect the interests of the board, and/or a major shareholder.

**Duties and Responsibilities of the Audit Committee**

- To review and ensure the appropriation and effectiveness of the Internal Control system and Internal Audit system and consider appropriate budget, personals and independency of Internal Audit unit and the relevant units.
- To review and ensure the appropriation and accuracy of PTT financial report.
- To review and consider the Connected Transactions and the conflict of interest related issues in compliance with the laws and the Stock Exchange’s regulations.
- To review the compliance to the Securities Law, the Stock Exchange’s regulations, policy, rules, ordinances, the Articles, the Cabinet Resolutions and the relevant laws.
- To embrace and conform to the business ethics conduct by initiate and oversee the complaining systems in management.
- To consider, nominate, appoint and purpose remuneration for PTT’s external auditor.
• To ensure accuracy and completion of the Connected Transaction and conflict of interest issues disclosures.
• To review and update PTT’s risk management.
• To review accuracy and productiveness of information technology relevant to the financial report and internal control.
• To develop the financial report system to meet international accountancy standard.
• To review and considerably investigate significant impacts and conflict of interest on PTT’s business.
• To prepare the annual report as prescribed in the regulations.
• The Audit Committee is authorized to retain services of or invite (with reasonable compensation) any independent consultant or expert. The costs and expenses of such services or invitations shall be on PTT’s account.
• Either the Chairman or a member of the Audit Committee must attend the PTT annual general shareholder meeting.
• To attend a non-management meeting with an auditor at least once a year.
• To hold at least one official meeting with executives annually.
• To review Audit Committee Charter annually.
• To comply any designated tasks from PTT Board of Directors under duties and responsibilities of the Audit Committee.

**Duties and Responsibilities of the Nominating Committee**

• Select qualified nominees as new Directors or President.
• Determine the procedures and criteria for the nomination of Company Directors or President so as to ensure transparency.

The procedure for the nomination of Directors is as follows:
1. The Committee establishes the qualifications for Directors that need replacement to ensure that the new Directors meet the criteria and qualifications as laid down by related laws/regulations. The Committee also establishes the procedures for nominating qualified candidates.
2. The Committee summarizes the results of the nomination process and presents a shortlist of qualified candidates for directorship along with supporting reasons to the Board.
3. The Board selects the candidates with appropriate qualifications from the list prepared by the Committee and submits the names of the selected candidate(s) to the shareholders’ meeting for approval.
**Duties and Responsibilities of the Remuneration Committee**

- Consider Compensation guidelines for Directors and the President.
- Determine the procedures and criteria for fair and reasonable compensation for Directors for approval by a shareholders’ meeting.

**Duties and Responsibilities of the Corporate Governance Committee**

- Purposes the good corporate governance practices to the Board.
- Suggests the Board on the good corporate governance issues.
- Supervises the directors’ and the managements’ operations in compliance with the good corporate governance principle.
- Reviews the good corporate governance principle in comparison with international practices and purpose to the Board.
- Directs the good corporate governance policy to the good corporate governance management team.
- Directs the corporate social responsibility policy and guideline.
- Reviews, follows up and reports corporate social responsibility activities to the Board.

------------------------
แบบฟอร์มลงทะเบียนของ บริษัท ปตท. จำกัด (มหาชน)  
Registration Form of PTT Public Company Limited

ข้าพเจ้า  I/We สัญชาติ Nationality เลขทะเบียนผู้ถือหุ้น Shareholder Registration No.
อยู่บ้านเลขที่ Address

เป็นผู้ถือหุ้นของ บริษัท ปตท. จำกัด (มหาชน) is/are a shareholder(s) of PTT Public Company Limited
โดยถือหุ้นจํานวนทั้งสิ้นรวม holding the total registered amount of
หุ้นสามัญ Ordinary share of

* ผู้เข้าประชุมโปรดนำเอกสารฉบับนี้ หรือบัตรประจำตัวประชาชนของผู้เข้าประชุม (หรือหนังสือเดินทางสำหรับชาวต่างชาติ) มาแสดงเพื่อลงทะเบียนเข้าร่วมประชุม*  
* Please present this document and attendant’s identification card (or passport for non-Thai attendant) to the meeting registrars.*
Form of Proxy, Form A.
(General Form)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)
------------------------------------------
Made at ____________________________
Date ______, Month ______, Year ______
------------------------------------------
(1) I/We ____________________________ nationality ____________, residing/located at No. _________, _________ Road, Tambol/Kwaeng ____________, Amphur/Khet ____________, Province ____________, Postal Code ____________
(2) being a shareholder of ____________, holding ____________ shares in total which are entitled to cast ____________ votes as follows:
   ordinary shares: ____________ shares in total which are entitled to cast ____________ votes; and
   preferred shares: ____________ shares in total which are entitled to cast ____________ votes,
(3) I/We wish to appoint
   (1) ____________________________, age _______ years, residing/located at No. _________, _________ Road, Tambol/Kwaeng ____________, Amphur/Khet ____________, Province ____________, Postal Code ____________, or
   (2) ____________________________, age _______ years, residing/located at No. _________, _________ Road, Tambol/Kwaeng ____________, Amphur/Khet ____________, Province ____________, Postal Code ____________, or
   (3) ____________________________, age _______ years, residing/located at No. _________, _________ Road, Tambol/Kwaeng ____________, Amphur/Khet ____________, Province ____________, Postal Code ____________
any one of them as my/our proxy to attend and vote on my/our behalf at the ____________ Annual General Shareholder Meeting (AGM) to be held on Tuesday April 10, 2012 at 09.30 a.m., at Plenary hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed ____________________________ Grantor
(______________________________)

Signed ____________________________ Grantee
(______________________________)

Signed ____________________________ Grantee
(______________________________)

Signed ____________________________ Grantee
(______________________________)

Remarks

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

------------------------------------------
Made at .................................................................
Date ............................................. Month .............................. Year ..............

1) I/We .................................................................................................................. nationality ..............,
residing/located at No. ........................................, ...................................... Road, Tambol/Kwaeng ..................................,
Amphur/Khet ........................................, Province ......................................, Postal Code ..................................

2) being a shareholder of PTT Public Company Limited, holding ................ shares in total which are entitled to cast ........ votes as follows:
ordinary shares: ................ shares in total which are entitled to cast ........ votes; and
preferred shares: ................ shares in total which are entitled to cast ........ votes,

3) I/We wish to appoint
(1) ...................................................................................................................... age ...... years,
residing/located at No. ........................................, ...................................... Road, Tambol/Kwaen ..................................,
Amphur/Khet ........................................, Province ......................................, Postal Code ................................., or
(2) ...................................................................................................................... age ...... years,
residing/located at No. ........................................, ...................................... Road, Tambol/Kwaen ..................................,
Amphur/Khet ........................................, Province ......................................, Postal Code ................................., or
(3) ...................................................................................................................... age ...... years,
residing/located at No. ........................................, ...................................... Road, Tambol/Kwaen ..................................,
Amphur/Khet ........................................, Province ......................................, Postal Code ................................., any one of them as my/our proxy to attend and vote on my/our behalf at the 2012 Annual General
Shareholder Meeting (AGM) to be held on Tuesday April 10, 2012, at 09.30 a.m., at Plenary hall
1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok,
Thailand, or such other date, time and place as may be adjourned.

4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the
following manners:
   □ Item 1 re: To certify the 2011 AGM minutes on April 20, 2011.
       (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
       (b) The proxy must cast the votes in accordance with the following instructions:
           □ Approve  □ Disapprove  □ Abstain
   □ Item 2 re: To approve the 2011 performance statements and the 2011 financial statements, end up on December 31, 2011.
       (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
       (b) The proxy must cast the votes in accordance with the following instructions:
           □ Approve  □ Disapprove  □ Abstain
Item 3 re: To approve 2011 net profit allocation plan and dividend policy.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve
   - Disapprove
   - Abstain

Item 4 re: To appoint an auditor and to consider the 2012 auditor fees.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve
   - Disapprove
   - Abstain

Item 5 re: To consider the board of directors’ remuneration for 2012.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve
   - Disapprove
   - Abstain

Item 6 re: To elect directors to replace those retiring directors.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - Approve
   - Disapprove
   - Abstain

   Appointment of the entire board
   - Approve
   - Disapprove
   - Abstain

   Appointment of any director(s)
   Name of Director: Mr. Norkun Sitthiphong
   - Approve
   - Disapprove
   - Abstain

   Name of Director: Mr. Watcharakiti Watcharothai
   - Approve
   - Disapprove
   - Abstain

   Name of Director: Mr. Arkhom Termpptiyapaisith
   - Approve
   - Disapprove
   - Abstain

   Name of Director: Mr. Pailin Chuchottaworn
   - Approve
   - Disapprove
   - Abstain

   Name of Director: Mr. Insorn Buakeow
   - Approve
   - Disapprove
   - Abstain
Item 7 re: Other matters. (If any)

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   - [ ] Approve
   - [ ] Disapprove
   - [ ] Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ____________________________ Grantor
   (______________________________)

Signed ____________________________ Grantee
   (______________________________)

Signed ____________________________ Grantee
   (______________________________)

Signed ____________________________ Grantee
   (______________________________)

Remarks
1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.
Attachment to Proxy Form B.

A proxy is granted by a shareholder of **PTT Public Company Limited**. For the **2012 Annual General Shareholder Meeting (AGM)** to be held on **Tuesday 10 April, 2012** at **09.30 a.m.**, at **Plenary hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand** or such other date, time and place as may be adjourned.

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<table>
<thead>
<tr>
<th>Agenda Item re:</th>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
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</thead>
<tbody>
<tr>
<td>(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.</td>
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<tr>
<td>(b) The proxy must cast the votes in accordance with the following instructions:</td>
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<td>Approve</td>
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<tr>
<td>(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.</td>
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**To elect directors to replace those retiring directors.**

<table>
<thead>
<tr>
<th>Name of Director</th>
<th>Approve</th>
<th>Disapprove</th>
<th>Abstain</th>
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Page 4 of 4
Form of Proxy, Form C.

This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at ____________________________
Date _______ Month _____________ Year ___________

(1) We ________________________________, located at No. ______________, ______________ Road, Tambol/Kwaeng ________________, Amphur/Khet ________________, Province ________________, Postal Code ________________, in our capacity as the custodian for ________________________________, being a shareholder of PTT Public Company Limited, holding __________________ shares in total which are entitled to cast __________________ votes as follows:

- ordinary shares: ______________ shares in total which are entitled to cast __________ votes; and
- preferred shares: ______________ shares in total which are entitled to cast __________ votes.

(2) We wish to appoint

(1) ________________________________, age _______ years, residing/located at No. ______________, ______________ Road, Tambol/Kwaeng ________________, Amphur/Khet ________________, Province ________________, Postal Code ________________, or

(2) ________________________________, age _______ years, residing/located at No. ______________, ______________ Road, Tambol/Kwaeng ________________, Amphur/Khet ________________, Province ________________, Postal Code ________________, or

(3) ________________________________, age _______ years, residing/located at No. ______________, ______________ Road, Tambol/Kwaeng ________________, Amphur/Khet ________________, Province ________________, Postal Code ________________, any one of them as my/our proxy to attend and vote on my/our behalf at the 2012 Annual General Shareholder Meeting (AGM) to be held on Tuesday 10 April, 2012 at 09.30 a.m. at Plenary hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
  - Ordinary shares: __________ shares in total, which are entitled to cast __________ votes; and
  - Preferred shares: __________ shares in total, which are entitled to cast __________ votes,

Total: __________ votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:
Item 1 re: To certify the 2011 AGM minutes on April 20, 2011.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve with __________________________ votes
   □ Disapprove with ________________________ votes
   □ Abstain with ____________________________ votes

Item 2 re: To approve the 2011 performance statement and the 2011 financial statement, end up on December 31, 2011.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve with __________________________ votes
   □ Disapprove with ________________________ votes
   □ Abstain with ____________________________ votes

Item 3 re: To approve 2011 net profit allocation plan and dividend policy.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve with __________________________ votes
   □ Disapprove with ________________________ votes
   □ Abstain with ____________________________ votes

Item 4 re: To appoint an auditor and to consider the 2012 auditor fees.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve with __________________________ votes
   □ Disapprove with ________________________ votes
   □ Abstain with ____________________________ votes

Item 5 re: To consider the board of directors’ remuneration for 2012.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
   □ Approve with __________________________ votes
   □ Disapprove with ________________________ votes
   □ Abstain with ____________________________ votes
Item 6 re: To elect directors to replace those retiring directors.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:

- Appointment of the entire board
- Approval with ........................................... votes
- Disapproval with ........................................ votes
- Abstain with ............................................. votes

- Appointment of any director(s)
  - Name of Director Mr. Norkun Sittiphipong
    - Approval with ........................................... votes
    - Disapproval with ........................................ votes
    - Abstain with ............................................. votes
  - Name of Director Mr. Watcharakiti Watcharothai
    - Approval with ........................................... votes
    - Disapproval with ........................................ votes
    - Abstain with ............................................. votes
  - Name of Director Mr. Arkhom Termpittayapaisith
    - Approval with ........................................... votes
    - Disapproval with ........................................ votes
    - Abstain with ............................................. votes
  - Name of Director Mr. Pailin Chuchottaworn
    - Approval with ........................................... votes
    - Disapproval with ........................................ votes
    - Abstain with ............................................. votes
  - Name of Director Mr. Insorn Buakeow
    - Approval with ........................................... votes
    - Disapproval with ........................................ votes
    - Abstain with ............................................. votes

Item 7 re: Other matters. (If any)

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:

- Approval with ........................................... votes
- Disapproval with ........................................ votes
- Abstain with ............................................. votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.
(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed ........................................ Grantor
(........................................)

Signed ........................................ Grantee
(........................................)

Signed ........................................ Grantee
(........................................)

Signed ........................................ Grantee
(........................................)

Remarks
1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
   (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
   (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.
Attachment to Proxy Form C.

A proxy is granted by a shareholder of PTT Public Company Limited.

For the 2012 Annual General Shareholder Meeting (AGM) to be held on Tuesday April 10, 2012 at 09.30 a.m. at Plenary hall 1-3, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok, Thailand or such other date, time and place as may be adjourned.

=================================================================================

☐ Agenda Item re: ___________________________.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve with ...... votes ☐ Disapprove with ...... votes ☐ Abstain with ...... votes

☐ Agenda Item re: ___________________________.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve with ...... votes ☐ Disapprove with ...... votes ☐ Abstain with ...... votes

☐ Agenda Item re: ___________________________.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve with ...... votes ☐ Disapprove with ...... votes ☐ Abstain with ...... votes

☐ Agenda Item re: To elect directors to replace those retiring directors.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ Appointment of the entire board
☐ Approve ☐ Disapprove ☐ Abstain
☐ Appointment of any director(s)
Name of Director ____________________________________________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________________________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________________________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________________________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________________________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________________________________________
☐ Approve ☐ Disapprove ☐ Abstain
Name of Director ____________________________________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Page 5 of 5
Registration Procedures and Conditions and Necessary Documents on the Meeting Day

1. **Shareholders** must
   1.1 Sign and submit the Registration Form (Attachment 6) to registrars.
   1.2 Present Identification Card, Government Official Identification Card or passport (for non-Thai shareholders) to registrars.

2. **Proxy** must
   2.1 Sign and submit the Registration Form (Attachment 6) to registrars.
   2.2 Submit the proxy form (Attachment 7) to registrars as follows:
      (1) Precisely fill in and sign the proxy form (Attachment 7) PTT recommends Proxy Form B to delegate your vote(s) for each item. PTT is liable for the Duty Stamp fee of 20 Baht to be affixed to the proxy form.

          (1.1) **If the appointing shareholder is an ordinary person,**
                  Please enclose a copy of the Identification Card or passport (for non-Thai shareholder) of the proxy assignor.

          (1.2) **If the appointing shareholder is a juristic person or a custodian,**
                  Please enclose a copy of the Affidavit of the Juristic Person and Identification Card or passport (for non-Thai shareholder) of the authorized director(s) who sign the proxy form.
                  • Please enclose evidences of proxy assignor in accordance with (1.1) or (1.2) depending on each certain case with the power of appointment of shareholders to the custodian.
                  • If the proxy assignor is a custodian, please enclose a letter of certification or a copy of a permit to certify the permission to act as a custodian.

   (2) Each copy of the document must be certified as true.
   (3) If a shareholder prefers to appoint PTT’s independent directors to be his or her proxy, please appoint the following persons:
      1. Mr. Chulasingh Vasantasingh Independent Director, Chairman of the Audit Committee
      2. Mr. Watcharakiti Watcharothai Independent Director, Chairman of the Nominating Committee and Member of the Corporate Governance Committee
      3. Mr. Arkhom Termpittayapaisith Independent Director, Chairman of the Remuneration Committee and Member of the Audit Committee
      4. Dr. Surapon Nitikraipot Independent Director and Chairman of the Corporate Governance Committee
      5. Mr. Krairit Euchukanonchais Independent Director and Member of the Audit Committee
      6. Mr. Waroonthep Watcharaporin Independent Director and Member of the Corporate Governance Committee
      7. Mr. Montri Sotangkur Independent Director
      8. Gen. Warawat Indradat Independent Director
      9. Gen. Warawat Indradat Independent Director
      10. Mr. Sihasak Phuangketkeow Independent Director

   2.3 For your convenience, please submit the proxy form to PTT at least one day prior to the meeting day for examination.

3. **Change of Title/Name/Surname of a Meeting Attendee**
   Please present the evidence to verify that change.

******************
The Independent Directors
Profiles for Proxies Appointment

1. Mr. Chulasingh Vasantasingh
   Independent Director and Chairman of the Audit Committee
   Age: 62
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

2. Mr. Watcharakiti Watcharothai
   Independent Director, Chairman of the Nominating Committee and Member of the Corporate Governance Committee
   Age: 52
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   Conflicts in item 6 - To elect directors in replacement, a retiring director.

3. Mr. Arkhom Tempittayapaisith
   Independent Director, Chairman of the Remuneration Committee and Member of the Audit Committee
   Age: 56
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   Conflicts in item 6 - To elect directors in replacement, a retiring director.

4. Dr. Surapon Nitikraipot
   Independent Director and Chairman of the Corporate Governance Committee
   Age: 52
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   Conflicts in item 6 - To elect directors in replacement, a retiring director.

5. Mr. Krairit Euchukanonchai
   Independent Director and Member of the Audit Committee
   Age: 57
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.
The Independent Directors
Profiles for Proxies Appointment

6. **Mr. Waroonthep Watcharaporn**
   Director and Member of the Corporate Governance Committee
   Age: 44
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

7. **Mr. Montri Sotangkur**
   Independent Director
   Age: 50
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

8. **Gen. Warawat Indradat**
   Independent Director
   Age: 63
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

9. **Gen. Prin Suwannathat**
   Independent Director
   Age: 60
   Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
   No conflicts.

10. **Mr. Sihasak Phuangketkeow**
    Independent Director
    Age: 55
    Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
    No conflicts.

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Company’s Articles of Association concerning the Shareholders Meeting and Vote Casting

1. **Closing of Share Registration Book**

   **(Article 16)** During the period of twenty-one (21) days prior to each shareholders meeting, the Company may cease to accept registration of share transfer by notifying the shareholders in advance at the Company’s head office and every branch office (if any) at least fourteen (14) days prior to the commencement date of cessation of the registration of share transfers.

2. **Calling of the Shareholders Meeting**

   **(Article 18)** The Board shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company. This meeting shall be called “General Meeting”. Any other shareholders’ meetings shall be called “Extraordinary General Meeting”. The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.

   **(Article 19)** Any shareholders holding the aggregate amount of up to one-fifth (1/5) of all issued shares or at least twenty-five (25) shareholders holding the aggregate amount of up to one-tenth (1/10) of all issued shares, may request in writing to the Board of Directors for the holding of an Extraordinary General Meeting. The request shall clearly specify the reason for summoning the meeting. The Board of Directors shall call a meeting to take place within one (1) month from the date of receipt of the request.

   **(Article 20)** In calling a shareholder meeting, The Board of Directors shall prepare a written notice of the meeting. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies law for their information at least seven (7) days prior to the date of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the board of directors. The notice of meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

3. **The quorum**

   **(Article 23)** In a shareholders’ meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to one-third (1/3) of all issued shares.

   If within one (1) hour from the time fixed for the shareholders’ meeting the required quorum is, not constituted, the meeting, if called by a request of shareholders according to Article 19, shall be dissolved. If such meeting is not called by the shareholders’ request according to Article 19, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven (7) days and not more than fourteen (14) days prior to the meeting date. At such meeting, no quorum shall be required.

   **(Article 24)** The Chairman of the Board of Directors shall preside over the shareholders’ meeting. In the event that the Chairman is unavailable or unable to perform his/her duties, the Vice-chairman shall act as the presiding Chairman. If the Vice-chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the presiding Chairman.
4. Voting

In casting votes, each shareholder shall have votes equal to the number of shares held. The resolution of the shareholders meeting shall comprise the following votes:

(1) All general cases: Resolutions shall require a majority of the total of votes cast by shareholders present and vote at the meeting. In case the votes are tied, the Chairman of the meeting shall have a casting vote. (Article 26)

(In this meeting, these cases are: To certify the 2011 AGM minute on April 20, 2011. / To approve 2011 performance statement and the 2011 financial statement, end up on December 31, 2011. / To approve 2011 net profit allocation and dividend policy. / To appoint an auditor and to consider 2012 auditor fees. / To elect directors in replacement of retiring directors.)

(2) Fixing of directors’ remuneration: Resolutions shall require not less than two-thirds of the total number of votes cast by the shareholders present and entitled to vote. (Article 29)

(3) Election of director will be complied with the following rules and methods (Article 37)

1) Each shareholder may exercise all the votes he has to elect one or several persons as directors, but may not allot his votes to any person at any number.

2) The persons who received highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

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แบบฟอร์มขอรับรายงานประจำปี และ/หรืองบการเงิน และ/หรือรายงานความยั่งยืนของ ปตท.

( กรุณากรอกข้อมูลในช่องด้านล่าง แล้วส่งโทรสารไปที่หมายเลข 0-2537-3883 )

เรียน เลขาธิการบริษัท

ข้าพเจ้า ...............................................................

ที่อยู่ เลขที่ ........................................ หมู่ ............ ซอย ........................................

หมู่บ้าน ...................................................... ถนน ..........................................................

แขวง ............................................................ เขต ......................................................

จังหวัด ........................................................... รหัสไปรษณีย์ .....................................

มีความประสงค์ขอรับเอกสารดังต่อไปนี้ ในรูปแบบหนังสือ (กรุณาทำเครื่องหมายในช่องสี่เหลี่ยม)

☐ รายงานประจำปี 2554 ฉบับภาษาไทย

☐ รายงานประจำปี 2554 ฉบับภาษาอังกฤษ

☐ งบการเงินประจำปี 2554 ฉบับภาษาไทย

☐ งบการเงินประจำปี 2554 ฉบับภาษาอังกฤษ

☐ รายงานความยั่งยืนของ ปตท. ประจำปี 2554
Annual Report / Financial Statement / Corporate Sustainability Report Requisition Form

(Please fill in the below details and send this form to the facsimile number 0-2537-3883)

Dear PTT Corporate Secretary,

I (name) ..........................................................................................................................................................

Address No. ...................................... Moo .................. Soi ..........................................................

Sub-district ............................................................... District ..........................................................

Province ................................................................. Post code ..........................................................

I wish to receive a printed copy of the following reports. (Please mark your choice)

☐ 2011 Annual Report (Thai version)

☐ 2011 Annual Report (English version)

☐ 2011 Financial Statement (Thai version)

☐ 2011 Financial Statement (English version)

☐ Corporate Sustainability Report 2011
ข้อแนะนำการเดินทาง

โดยรถไฟฟ้าใต้ดิน : ณ สถานีศูนย์การประชุมแห่งชาติสิริกิติ์
โดยรถไฟฟ้า BTS : เชื่อมต่อไปยังรถไฟฟ้าใต้ดิน ณ สถานี BTS หมอชิต ศาลาแดง หรือ สุขุมวิท
โดยรถประจำทาง : สาย 136 สาย 185

Transportations
Subway: Queen Sirikit National Convention Center Station.
Sky Train: Transfer to subway station either at Mo Chit, Sala Daeng or Asok station.
Bus Routes: 136 and 185.